

OSTER

RECORDATION NO. 26667 FILED

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NOV 30 '06

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SURFACE TRANSPORTATION BOARD

November 30, 2006

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 11/15/06 including the following parties and railroad equipment:

Lessor: Inspiration Holdings, Inc.
2460 W. 26th Avenue
Denver, CO 80211

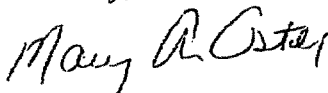
Lessee: Rocky Mountain Transportation Services, Inc.
6850 W. 52nd, Suite 103
Arvada, CO 80002

Equipment: 19, 23,500 gal. Tank Cars
NATX / RTMX - See Schedule A

Please record this agreement as a primary document. The filing fee of \$34 is enclosed.

Summary: Memorandum of Railcar Lease Agreement dated 11/15/06 between Inspiration Holdings, Inc. as Lessor and Rocky Mountain Transportation Services, Inc. as Lessee including 19, Tank Cars marked NATX / RTMX (attached).

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

NOV-29-2006 WED 03:06 PM WELLS FARGO EQF

FAX NO. 6126678284

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Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of November 15, 2006 by and between Inspiration Holdings, Inc., a Colorado corporation ("Lessor") and Rocky Mountain Transportation Services, Inc., a(n) Colorado corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Car Leasing Agreement dated as of January 1, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Rider No(s) 4 dated November 10, 2006 to Car Leasing Agreement, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Nineteen (19) 23,500 gal. Tank Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: Inspiration Holdings, Inc.

By:

Name:

Title:

Richard M. Coffenbrow
Richard M. Coffenbrow
Vice-President

Lessee: Rocky Mountain Transportation Services, Inc.

By:

Name:

Title:

Teri L. Coffenbrow
Teri L. Coffenbrow
President

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FAX NO. 6126678284

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**WELLS
FARGO**

Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Security Agreement

Debtor: Inspiration Holdings, Inc.

Nineteen (19) - 23,500 gal. Tank Cars with the following markings:

Car Mark	Car Number
1) NATX	26015
2) NATX	20636
3) NATX	76460
4) NATX	76472
5) NATX	76731
6) NATX	76800
7) NATX	77080
8) NATX	77089
9) NATX	77155
10) NATX	77223
11) NATX	77231
12) NATX	77299
13) RTMX	2218
14) RTMX	2221
15) RTMX	2227
16) RTMX	13112
17) RTMX	13117
18) RTMX	13645
19) RTMX	13668

Dated: November 15, 2006

Debtor: Inspiration Holdings, Inc.

By:

M. J. Casper

Title:

President

scha

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FAX NO. 6126678284

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STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 2006 before me personally appeared,
_____ to me personally known, who being by me duly sworn,
says that s/he is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

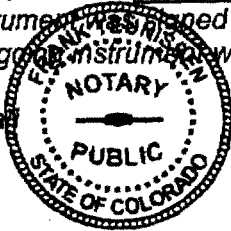
Notary Public

My commission expires: _____

STATE OF Colorado
COUNTY OF Jefferson

On this 20th day of November, 2006 before me personally appeared,
Richard M. Coffenhew to me personally known, who being by me duly sworn, says
that s/he is the Vice President of Inspiration Holdings, Inc., a(n) **Colorado corporation**, that said
instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

[Seal]

_____
Notary Public

My commission expires: _____

10-24-07

NOV-29-2006 WED 03:07 PM WELLS FARGO EQF

FAX NO. 6126678284

P. 08

NOV-22-2006 13:09 From: WELLS FARGO

15152453428

To: Wells Fargo Eq Fin P.2/2

Nov 22 06 12:11p

Rocky Mtn Transportation

3034228090

p.2

STATE OF Minnesota
COUNTY OF Hennepin

On this _____ day of _____, 2006, before me, a Notary Public of the City and State of Minnesota, aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of _____, a _____ corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

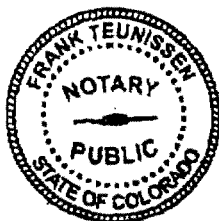
My commission expires:

STATE OF Colorado
COUNTY OF Jefferson

On this 20th day of November, 2006, before me a Notary Public of the City and State of Colorado, aforesaid, personally appeared Teri L. Coffenbow, to me personally known who being by me duly sworn, says that (he/she) is a President of Rocky Mountain Transportation Services, Inc., that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Notary PublicMy commission expires: 10-24-07

My Commission Expires Oct. 24, 2007